

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

|  |           |
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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
| Estimated average burden hours per response... | 0.5       |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person *<br><b>SMITH BRYAN SCOTT</b>           |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>SONIC AUTOMOTIVE INC [SAH]</b>        |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President and CSO</b> |  |
| (Last) (First) (Middle)<br><b>C/O SONIC AUTOMOTIVE, INC., 4401 COLWICK ROAD</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/12/2014</b>                   |  |  |  |
| (Street)<br><b>CHARLOTTE, NC 28211</b>  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Class A Common Stock            | 02/12/2014                           |  | A                              |   | 69,306<br>(2)   | A          | \$ 0  | 324,375   | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |       | 69,686 (1)  | I  | As a member of SMDA Development I, LLC                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| SMITH BRYAN SCOTT<br>C/O SONIC AUTOMOTIVE, INC.<br>4401 COLWICK ROAD<br>CHARLOTTE, NC 28211 | X             |           | President and CSO |       |

## Signatures

|                                 |  |            |
|---------------------------------|--|------------|
| /s/ B. Scott Smith              |  | 02/14/2014 |
| **Signature of Reporting Person |  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. Smith disclaims beneficial ownership of the shares held by SMDA Development I, LLC except to the extent of his pecuniary interest, if any, therein.  
Represents shares of Class A Common Stock issuable upon conversion of restricted stock units granted by the Compensation Committee of Sonic Automotive, Inc. pursuant to the Sonic Automotive, Inc. 2004 Stock Incentive Plan. The restricted stock units may only be settled in shares of Class A Common Stock and are subject to forfeiture
- (2) based on the satisfaction of performance criteria for fiscal year 2014. If the performance criteria are met, this award will vest in three annual installments, with twenty-five percent (25%) of the shares vesting on March 31, 2015, thirty percent (30%) of the shares vesting on February 12, 2016 and forty-five percent (45%) of the shares vesting on February 12, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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